

HONORABLE JAMES L. ROBART

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF WASHINGTON
AT SEATTLE

VIVENDI S.A. and VIVENDI HOLDING I CORP.)
Plaintiffs,) NO. CV6-1524 JLR
v.) DECLARATION OF TOMASZ
T-MOBILE USA, INC., T-MOBILE) DABROWSKI
DEUTSCHLAND GMBH, T-MOBILE)
INTERNATIONAL AG, DEUTSCHE TELEKOM)
AG, AND ZYGMUNT SOLORZ-ZAK,)
Defendants.)

I, Tomasz Dabrowski, depose and say upon my own personal knowledge as follows:

1. I am currently the Managing Partner of the Warsaw office of Salans law firm. I advise Vivendi S.A. ("Vivendi") and its affiliates on their investment in Polska Telefonia Cyfrowa Sp. z o.o. ("PTC"). In this capacity, I have represented Vivendi in its negotiations with Elektrim S.A. ("Elektrim") and its affiliates during 2004, 2005, and 2006.

2. In particular, I have had direct contact with the individual who has been in control of Elektrim since 2003, Zygmunt Solorz-Zak ("Solorz"). Through my involvement in these

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1 negotiations and my representation of Vivendi, I have specific knowledge of Elektrim's corporate
 2 structure and the influence that Solorz exercises over Elektrim's activities. Solorz consistently
 3 represented to myself and Vivendi that he was the decision maker for Elektrim and its related
 4 entities.

5 3. As Polish press has reported, Solorz holds 85% of the shares in Polaris Finance
 6 B.V., which in turn holds 71,87% shares in PAI Media. Additionally, Solorz holds directly
 7 23,91% shares in PAI Media. (*See* PAI Media declared a call for subscription of 66,94% of the
 8 shares in Elektrim, *Bankier.pl*, December 3, 2007, attached as exhibit A). Through PAI Media,
 9 Mr. Solorz owns approximately 35% of the share capital of Elektrim. As such, he controls the
 10 largest single stake in Elektrim.

12 4. Even though this is less than 50% of the Elektrim shares, it is sufficient to allow
 13 Solorz to exert de facto control over Elektrim because the majority of the other shareholders in
 14 Elektrim owned stakes of less than 5%. Indeed, this 35% stake enabled Solorz to control a
 15 majority of votes at Elektrim's shareholders' meetings. (According to Elektrim's bylaws, unless
 16 qualified majorities are required by law, a simple majority of shares is sufficient to adopt valid
 17 resolutions, including the appointment of Supervisory Board Members.) For example, at the
 18 shareholders' meeting on July 12, 2006, PAI Media represented 57% of the total number of
 19 votes. The year before, at the July 7, 2005 shareholders' meeting, PAI Media represented
 20 56.96% of the votes. Thus, Solorz's 35% stake gave him decisive influence in (and thus control
 21 over) Elektrim.

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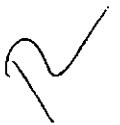

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1 5. Solorz determines the composition of the Supervisory Board and, in turn, the
 2 Management Board (which was appointed by the Supervisory Board). From 2004 to 2007, the
 3 Elektrim Supervisory Board was composed of persons proposed by and/or connected with PAI
 4 Media, and thus with Solorz.

5 6. Additionally, Solorz's control over Elektrim is illustrated by the numerous
 6 admissions he has made in the Polish media. Solorz has repeatedly represented himself to the
 7 Polish media as the "owner" of Elektrim and as its decision-maker.

8 7. Solorz frequently speaks in press interviews about his strategic and operational
 9 plans for Elektrim, and the Elektrim Management Board followed Solorz's instructions. (See "I
 10 have had enough of Elektrim," *Forbes* (Poland), February 2006, attached as exhibit B). In these
 11 interviews, Solorz has repeatedly admitted that he controls Elektrim. For example, in the press
 12 article of July 25, 2005 Solorz was approach how Elektrim is going to pay its creditors and stated
 13 "I am considering other ways of satisfying creditors' claims" (See "I can pay off the creditors",
 14 *Puls Biznesu*, July 25, 2005, attached as exhibit C). Similarly, on October 19, 2005, Solorz was
 15 interviewed in connection with the secret transfer of Elektrim's disputed 48% stake in PTC to
 16 Mega. Solorz was asked how the company was going to pay off its debts to the bondholders and
 17 answered: "I am working on alternative solutions. Please wait calmly. I am negotiating." (See
 18 "Solorz: I Hid PTC for Elektrim's Benefit," *Puls Biznesu*, Oct. 19, 2005, attached as exhibit D).

19 8. Solorz participated directly in many meetings throughout the negotiations
 20 regarding PTC, including the final rounds of discussion in Warsaw at the end of March 2006, at
 21 which I was present. Counsel representing Elektrim openly looked to Solorz for instruction and
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1 deferred to him in meetings where he was present. In meetings and phone calls where Solorz
2 was not present, they often stated that they would have to check with Solorz on various issues.

3 9. Mr. Piotr Nurowski, the member of the Supervisory Board of Elektrim delegated
4 to fulfill the duties of the President (Chairman) of the Management Board of Elektrim, also
5 deferred to Solorz.

6 10. It was clearly understood in the meetings with Elektrim's representatives that no
7 actions would be taken by Elektrim unless Solorz approved. Likewise, it was clearly understood
8 that once Solorz agreed on the terms and details of a PTC settlement , Elektrim would take all
9 actions necessary to approve and implement the settlement.

11 11. When Solorz was not personally present in meetings, Professor Soltysinski, an
12 attorney for Elektrim, was the lead negotiator for Elektrim. Prof. Soltysinski reported to Solorz,
13 and often communicated a position in negotiations as being Solorz's or Elektrim's position. He
14 also seemed careful to qualify any position or idea that did not have Elektrims' approval by
15 expressly stating that qualification. Thus, when Prof. Soltysinski agreed to something, I had no
16 doubt that Solorz and Elektrim were thereby agreeing.

17 12. Polsat Cyfrowy S.A. – a company from Solorz's capital group – is now a virtual
18 mobile operator (MVNO) in the T-Mobile network.

19 13. Attached is an October 19, 2005, letter that recently came to light in the Elektrim
20 bankruptcy. The letter shows that Elektrim's UK counsel, Skadden, Arps, Slate, Meagher and
21 Flom LLP ("Skadden"), withdrew from representation of Elektrim because of "conduct that is on
22 its face an effort to put in place and execute transactions that transfer all of Elektrim's principal
23 assets to other parties".
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1 assets to entities controlled by a single Elektrum shareholder at allegedly fraudulent values.”
2 Skadden concluded that there “may very well be an ongoing fraud on Elektrum, including its
3 creditors, stockholders and employees.” (See October 19, 2005, letter from Skadden Arps, Slate,
4 Meagher and Flom, attached as exhibit E.)
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6 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United
7 States of America that the foregoing is true and correct.
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9 Executed on January 17, 2008.

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13 Tomasz Dabrowski
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